

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

LO2000014607

Budgen & Willis, P.L.
1800 Pembroke Dr., Suite 300
Orlando, FL 32810

June 3, 2002

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-06/06/02--01029--002
***155.00 ***155.00

Dear Records Keeper:

Please find enclosed the Articles of Organization for Budgen & Willis, P.L. and the relevant filing fees. My name is Patrick Willis, I am a founding member of this professional service company. My daytime phone Number is (407) 421-4741 and my mailing address is provided below. Please note that I have included payment for a certified copy of the Articles of Organization. If any questions arise, please do not hesitate to contact me.

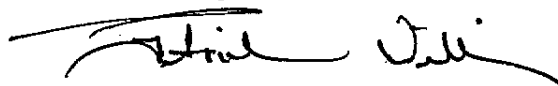
Budgen & Willis, P.L.
1800 Pembroke Dr., Suite 300
Orlando, FL 32810

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Sincerely,



Patrick H. Willis

LO2-14607
JR

ARTICLES OF ORGANIZATION OF BUDGEN & WILLIS, P.L.

Article I- The name of the Professional Limited Liability Company is the following:
Budgen & Willis, P.L.

Article II- Purpose of the Professional Limited Liability Company and the scope of its powers.

Budgen & Willis, P.L., is organized for the purpose of carrying on the practice of law, a professional service. It shall be the aspiration and practice of Budgen & Willis, P.L. to represent the interests of its clients in both a highly ethical and zealous manner. Budgen & Willis, P.L. has the power to engage in any lawful purpose consistent with its status as a Professional Limited Liability Company, as provided in Chapter 621, Florida Statutes. Budgen & Willis, P.L. also has the full range of powers of a Limited Liability Company as provided in Section 608.404, Florida Statutes.

Article III- Mailing and street address of principal office

Budgen & Willis, P.L.
1800 Pembroke Drive, Suite 300
Orlando, FL 32810
(both mailing and street address)

Article IV- Name of registered agent and address of registered office.

Registered agent: L. Todd Budgen
Registered office: Budgen & Willis, P.L.
1800 Pembroke Drive, Suite 300
Orlando, FL 32810

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated Professional Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Signature of registered agent

Article V- Management of Budgen & Willis, P.A.

It is the intent of Budgen & Willis, P.L. to adopt a management style that resembles that of a partnership. Accordingly, management responsibilities and voting rights will be vested in its members.

Article VI- Special voting rights of founding members

Budgen & Willis, P.L.'s founding members are L. Todd Budgen and Patrick H. Willis. These founding members shall have a special veto power over any decisions of the company. This provision should not be construed as inconsistent with any provision in the Operating Agreement that provides for a system of management by majority vote. Rather, the intended effect is to require that the majority vote must include the votes of both founding members.

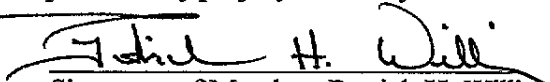
Article VII- Issues not addressed by Articles of Organization

Any issues not addressed by these Articles of Organization shall be controlled by the Operating Agreement of Budgen & Willis, P.L. These issues shall include, but are not limited to the following: voting rights, voting classes, dissolution, the sharing of profits and losses, contributions, distributions, withdrawal of members, addition of new members, effect of bankruptcy on membership status, indemnification rights, liability upon wrongful distributions, assignment of interests and rights of dissenting members.

Article VIII- Effective date of Budgen & Willis, P.L.

The effective date of these Articles of Organization shall be June 3, 2002. This date is within five days prior to the filing of these Articles of Organization.

The Execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated therein are true.


Signature of Member, Patrick H. Willis


Signature of Member, L. Todd Budgen

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TALLAHASSEE, FLORIDA

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